

EXHIBIT B

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

W R Grace & Co

February 25, 2002

FOR PROFESSIONAL SERVICES RENDERED and
disbursements incurred for the period through February 25, 2002 in
connection with the following matters:

<u>Matter Code</u>		<u>Hours</u>	<u>Fees</u>
0002	Asbestos: Claims Analysis and Valuations	0.0	0.00
0003	Asbestos: Claims Litigation	32.7	16,286.50
0004	Asbestos: Co-Defendant Issues and Bankru	0.0	0.00
0005	Asbestos: Settlement Matters	0.0	0.00
0006	Asbestos: Section 524 (g) Matters/Futures	0.0	0.00
0007	Asbestos: Other	0.0	0.00
0008	Asset Acquisitions/Business Combinations	2.0	940.00
0009	Asset Dispositions, Sales, Uses and Leas	0.0	0.00
0010	Bank Claims and Litigation Matters	0.0	0.00
0011	Bankruptcy Litigation (Preferences and	0.0	0.00
0012	Business Analysis (Primarily for Account	0.0	0.00
0013	Business Operations	5.1	2,237.50
0014	Case Administration	61.9	15,124.50
0015	Claim Analysis/Objections/Administration	0.0	0.00
0016	Corporate Finance (Primarily for Account	0.0	0.00
0017	Committee Matters and Creditor Meetings	39.3	17,049.50
0018	Compensation of Professionals (Fee Applications of Self and Others)	46.3	8,977.50
0019	Creditors Inquires	0.0	0.00
0020	Data Analysis (Primarily for Accounts	0.0	0.00
0021	Employee Matter	0.0	0.00
0022	Environmental Matters/Regulations/Litiga	0.0	0.00
0023	Executory Contracts/ Leases (Assumption and Rejection)	1.6	680.00

0024	Expenses	0.0	0.00
0025	Financial Filings (Schedules and Statements, Monthly Operating Reports, etc)	0.0	0.00
0026	Financing (Cash Collateral and DIP Finan	0.0	0.00
0027	Foreign Law/Proceedings/Regulations, Non	0.0	0.00
0028	Insurance	0.0	0.00
0029	Intellectual Property and Licenses	0.0	0.00
0030	Intercompany Claims/Analysis	0.0	0.00
0031	Investigations	0.0	0.00
0032	Litigation (Non-Bankruptcy/General	0.0	0.00
0033	Litigation Consulting) Primarily for Acc	0.0	0.00
0034	Litigation/Fraudulent Conveyance	22.4	8,669.00
0035	Non-Working Travel Time	9.4	4,499.00
0036	Plan/Disclosure Statement/Voting Issues	0.0	0.00
0037	Preparation for and Attendance at Hearings	34.2	16,085.50
0038	Press/Public Affairs	0.00	0.00
0039	Real Estate (Owned)	0.0	0.00
0040	Retention of Professionals	10.0	4,362.50
0041	Stay Litigation (Section 362)	0.0	0.00
0042	Reconstruction Accounting (Primarily for	0.0	0.00
0043	Regulatory Matters	0.0	0.00
0044	SEC Reporting, Disclosure and Other Matt	0.0	0.00
0045	Secured Creditor Matters	0.0	0.00
0046	Strategic Initiatives	0.0	0.00
0047	Tax/General	22.0	7,569.50
0048	Tax Audits/Litigation	0.0	0.00
0049	U S Trustee Matters and Meetings	0.0	0.00
0050	Utilities/Section 366 Issues	0.0	0.00
0051	Valuation (Primarily for Accounts and	0.0	0.00
0052	Vendor Matters	0.0	0.00
Total		286.9	\$102,481.00

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

February 25, 2002
Invoice: 256846

W R Grace & Co
7500 Grace Drive
Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for
the period through February 25, 2002, including:

RE: Asbestos: Claims Litigation
699843. 0003

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/04/2002	Conference call with LK, KP re correspondence to Judge Wolin setting forth position on asbestos issues (.1).	Krieger, A.	0.1
01/04/2002	Drafting of letter to Judge Wolin re asbestos issues (.4)	Pasquale, K.	0.4
01/06/2002	Review materials on consultants appointed by Judge Wolin (3.0) and recent asbestos case decisions (1.3).	Krieger, A.	4.3
01/07/2002	Review applicable code sections and prepare comments on draft correspondence to Judge Wolin re Committee's position on Asbestos issues.	Krieger, A.	1.0
01/07/2002	Continued drafting of letter to Judge Wolin re asbestos issues	Pasquale, K.	0.5
01/08/2002	Office conference KP re comments to the draft letter to Judge Wolin and prepare revised mark-up of same (1.0).	Krieger, A.	1.0
01/08/2002	Office conference F. Calvo re future representatives inquiry.	Krieger, A.	0.1
01/08/2002	Review asbestos claims materials referred to by Judge Wolin during the 12/20/01 status conference (3.0).	Krieger, A.	3.0
01/08/2002	Review of letter to Wolin.	Kruger, L.	0.2
01/08/2002	Attention to backgrounds of court appointed consultants	Pasquale, K.	0.8

01/09/2002	Attention to letter to Judge Wolin from debtors (.5)	Pasquale, K.	0.5
01/10/2002	Review asbestos claim materials referred to by Judge Wolin (1.6); office conferences KP re finalization of correspondence to Judge Wolin (.3); review Debtors' correspondence to Judge Wolin (.3).	Krieger, A.	2.2
01/10/2002	Telephone conference W. Katchen re asbestos issues/Judge Wolin (.3)	Pasquale, K.	0.3
01/11/2002	Continue to review asbestos claim materials (1.8).	Krieger, A.	1.8
01/13/2002	Review National Union motion for court direction in respect of 1/15/02 payment due to be made under a pre-petition settlement agreement and prepare notes thereon (.3).	Krieger, A.	0.3
01/14/2002	Office conference with K. Pasquale regarding Judge Wolin's request for meeting.	Kruger, L.	0.2
01/14/2002	Attention to estimation-liquidation issues and case law (.5); attention to proposed meeting with Judge Wolin (.3)	Pasquale, K.	0.8
01/15/2002	Memo to and from KP re pleading filed by National Union in respect of surety bonds issues (.1); memo to S. Schwartz re National Union (.2).	Krieger, A.	0.3
01/15/2002	Telephone call with T. Maher regarding presentation to Judge Wolin (.2); office conference with K. Pasquale re WR Grace issues for Judge Wolin (.2); telephone call with B. Katchen regarding same (.2); telephone call with B. Kelley regarding same (.2).	Kruger, L.	0.8
01/15/2002	Telephone conference P. Lockwood re meeting with Judge Wolin (.4); office conference L. Kruger re related issues (.6)	Pasquale, K.	1.0
01/16/2002	Office conferences LK re expected meeting with Judge Wolin and discussions with counsel for other parties-in-interest (.2).	Krieger, A.	0.2
01/16/2002	Office conference with A. Krieger regarding preparation for meeting with Judge Wolin (.2); conference at E. Inselbach's office; office conference with K. Pasquale regarding meeting with Judge Wolin, issues and approach to resolution (1.7).	Kruger, L.	1.9
01/16/2002	Preparation for meeting with Judge Wolin (.4)	Pasquale, K.	0.4
01/17/2002	Office conference with A. Krieger and K. Pasquale; telephone call with E. Ordway and S. Cunningham	Kruger, L.	1.1

reviewing financial information regarding WR Grace, valuation and open issues, fraudulent transfer, Zonolite, in preparation for meeting with Judge Wolin (.8); telephone call with T. Maher regarding presentation to Judge Wolin (.3).

01/17/2002	Preparation for (.5) and meeting with E. Inselbuch re litigation issues (1.5); conference call with A. Krieger, Katchen re meeting with Judge Wolin (.3)	Pasquale, K.	2.3
01/18/2002	Conference with K. Pasquale, B. Katchen and Judge Wolin with respect to status, committee's view of litigation prospects and issues.	Kruger, L.	3.4
01/18/2002	Meeting with Judge Wolin re asbestos issues (2.5)	Pasquale, K.	2.5
01/22/2002	Telephone conference T. Maher re meeting with Judge Wolin (.2)	Pasquale, K.	0.2
01/25/2002	Telephone call S. Schwartz re agenda, National Union hearing, Toyota stipulation, other (.2); office conference KP re TRO on National Union matter (.1); review draft memorandum to the Committee re PWC motion and legal issues (.7)	Krieger, A.	0.3
01/31/2002	Review American Reserve case, other re class proofs of claim (.8).	Krieger, A.	0.8

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	15.4	\$ 425	\$ 6,545.00
Kruger, Lewis	7.6	650	4,940.00
Pasquale, Kenneth	9.7	495	4,801.50

Total For Professional Services Rendered \$ 16,286.50

Total for this Matter \$ 16,286.50

RE: **Asset Acquisitions/Business Combinations**
699843. 0008

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/22/2002	Telephone call from and to S. Cunningham re upcoming acquisition by domestic Grace subsidiary (.1).	Krieger, A.	0.1
01/30/2002	Review FTI analysis of Addiment Incorporated acquisition (.7).	Krieger, A.	0.7
01/31/2002	Review Debtors' press release re fourth quarter results and memo to S. Cunningham re same (.8).	Krieger, A.	0.8
01/31/2002	Telephone call with E. Ordway and S. Cunningham regarding proposed acquisition and possible alternative responses to debtor (.4).	Kruger, L.	0.4

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	1.6	\$ 425	\$ 680.00
Kruger, Lewis	0.4	650	260.00
Total For Professional Services Rendered			\$ 940.00
Total for this Matter			\$ 940.00

**RE: Business Operations
699843. 0013**

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/04/2002	Telephone call S. Cunningham re legacy liability information (.1); review operating report (.2).	Krieger, A.	0.3
01/07/2002	Review November 2001 Operating Reports (1.3).	Krieger, A.	1.3
01/16/2002	Office conference LK re FTI analysis and meeting scheduled to discuss tax-related issues (.2); review valuation analysis (.8).	Krieger, A.	1.0
01/16/2002	Conference call with Policano and Manzo re company valuation issues (1.0)	Pasquale, K.	1.0
01/17/2002	Conference call S. Cunningham, E. Ordway re valuation analysis and then follow up office conference LK, KP (1.0).	Krieger, A.	1.0
01/31/2002	Telephone call C. Whitney re FTI analysis of proposed acquisition of Addiment Incorporated (.5).	Krieger, A.	0.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	4.1	\$ 425	\$ 1,742.50
Pasquale, Kenneth	1.0	495	495.00
Total For Professional Services Rendered			\$ 2,237.50
Total for this Matter			\$ 2,237.50

RE: Case Administration
699843. 0014

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/01/2002	Review materials on W. Drier and revise memorandum to the Committee discussing same (.3).	Krieger, A.	0.3
01/02/2002	Office conference with Rose Serrette and Arlene Krieger re: fee application (.7).	Cotto, L.	0.7
01/02/2002	Revise letter to Judge Wolin (.2); office conference LK re Judge Wolin's orders in respect of case management and appointment of W. Dreier as special master (.3); telephone call J. Baer re court's appointment of William Dreier, other (.2).	Krieger, A.	0.7
01/02/2002	Telephone call with T. Yoseloff of Kemper Davidson regarding possible candidacy for creditors committee.	Kruger, L.	0.2
01/03/2002	Memo to J. Dhanraj re consultants appointed by the Court (.2); review Committee orders from other chapter 11 cases (.5).	Krieger, A.	0.6
01/04/2002	Pacer; review docket (.3); review e-mails of newly filed documents (.2); convert, print, photocopy and distribute 3 monthly operating reports (2.0).	Cotto, L.	2.5
01/04/2002	Memos from and to W. Katchen re consultants appointed by Judge Wolin and telephone call W. Katchen re same (.7); memo from and to KP, LK re letter to Judge Wolin re asbestos issues and upcoming status conference before Judge Wolin (.3); office conference J. Dhanraj re information on consultants (.3) memo to LC, RS re Judge Wolin conference call (.1); review Drier materials (.4).	Krieger, A.	1.8
01/07/2002	Downloaded and printed the W R Grace documents from the internet	Christian, A.	2.4
01/07/2002	Office Conference with Rose Serrette re: Committee conference call (.1); Telephone conference with operator re: set up conference call (.3); email confirmation and information (.3).	Cotto, L.	0.7
01/07/2002	Identify new pleadings using courts' website and include in central file category;(2.7) Download recently filed bankruptcy pleadings; (1.5)sort and organize incoming file materials and update correspondence subfile.(.5)	Defreitas, V.	4.7
01/07/2002	Correspondence re consultants and memo to LK, KP, others re same (.5); memos from and to KP re meeting with Judge Wolin (.1); review materials re W.	Krieger, A.	3.2

Drier (2.5); telephone call D. Carickhoff re administrative fee order, other matters raised by Judge Fitzgerald (.1).

01/08/2002	Office conference with A. Krieger re: status of Case.	Cotto, L.	0.5
01/08/2002	Office conference with R. Serrette re: local rules (.1); print and review same (.3) ; draft memorandum of same (1.0).	Cotto, L.	0.3
01/08/2002	TC with Debtors counsel and Court re; monthly operating reports.	Cotto, L.	0.3
01/08/2002	Office conference RS and LC re revised administrative fee order, matter number modifications required by the court and preparation of interim fee application (.5).	Krieger, A.	0.5
01/08/2002	Conferences with A. Krieger re new administrative fee order (.3); work regarding set up procedure (.5).	Serrette, R.	0.8
01/09/2002	TC with committee members re: phone conference (.8); review committee list and draft memo of participating members (.7).	Cotto, L.	1.5
01/10/2002	Reviewed updated Critical date calendar and office conference v. DeFreitas re asbestos claim (.4); memo to and from D. Carickhoff re: revised administrative fee order (.1); memos from and to L. Cotto re: Judge Fitzgerald hearings (.2).	Krieger, A.	0.7
01/10/2002	Telephone call Jan Baer re bar date pleadings for non-asbestos claims, other (.1).	Krieger, A.	0.1
01/10/2002	Office conference with K. Pasquale and A. Krieger preparing for court hearing before Judge Fitzgerald (.4); Telephone conference with debtor and asbestos litigants regarding agenda for court hearing, possible adjournment of individual items and results of parties; telephone call with court regarding same (1.0); follow-up call in late afternoon regarding same issues and court response (.8).	Kruger, L.	0.4
01/10/2002		Kruger, L.	1.8
01/10/2002	Conference with A. Krieger and L. Cotto re Committee Conference Call.	Serrette, R.	0.3
01/11/2002	Review various financial documents for assignment of central file categories in preparation for addition to filesurf database.	Defreitas, V.	0.2
01/13/2002	Review revised amended administrative fee order and related exhibits (.6).	Krieger, A.	0.6

01/13/2002	Review Debtors 1/11/02 statement of payments to ordinary course professionals (.2).	Krieger, A.	0.2
01/14/2002	Locate and download documents documents relating to critical motion date chart and distribute same.	Defreitas, V.	2.2
01/14/2002	Memo from and to KP re report on 1/11/02 status conference with Judge Wolin (.2); memos to and from Ed Ordway re proposed amended administrative free order (.2).	Krieger, A.	0.4
01/15/2002	Research the SEC filings for two Grace Indentures from 1992 & 1993 and Isolate the public filings.	Calvo, F.	1.2
01/15/2002	Office conference with R. Serrette re: Statement of Amounts paid to ordinary course of professionals (.3); Office Conference with V. DeFreitas re: Order (.1); Review Order and Statement of Amounts (.4).	Cotto, L.	0.8
01/15/2002	Office conference RS and then LC re review of Debtors' statement in respect of fees to ordinary course professionals (.2).	Krieger, A.	0.2
01/15/2002	Review, revise correspondence to F. Perch and telephone call M. Chehi re same and memo to LK re same (.6).	Krieger, A.	0.6
01/15/2002	Office conference LK, KP re proceedings before Judge Wolin, fee examiner appointment, valuation analyses (.5).	Krieger, A.	0.9
01/15/2002	Telephone call with S. Cunningham regarding valuation issues (.2).	Kruger, L.	0.2
01/16/2002	Reviewed orders recently docketed by the Court including order re EPA Consent Order, Order re retention of Professor Warren (.2).	Krieger, A.	0.2
01/16/2002	Telephone call with W. Smith regarding availability to serve as fee examiner (.2).	Kruger, L.	0.2
01/16/2002	Review of proposed amended administrative order (.9); conference with A. Krieger re same (.3).	Serrette, R.	1.2
01/17/2002	Telephone conference with Jeff Davis, Esq. re: Grace Division; email A. Krieger re: same.	Cotto, L.	0.4
01/17/2002	Office conference RS re proposed revised administrative fee order and then extended telephone conference C. MacCullum re same (1.0).	Krieger, A.	1.0
01/17/2002	Respond to L. Cotto's request for Stroock's fee	Mohamed, D.	0.5

applications from July to September, 2001.

01/17/2002	Further review of proposed amended administrative order (.5); conference with A. Krieger same (.2); telephone conference with C. McCullum (FTI) re new procedures (.4).	Serrette, R.	1.1
01/18/2002	Telephone call D. Carickhoff re comments to administrative fee order (.1); office conferences LK re Judge Wolin meeting (.3).	Krieger, A.	0.4
01/21/2002	OC with R. Serrette re: conference call; set up same; email confirmation.	Cotto, L.	0.4
01/21/2002	Memo to D. Carickhoff re comments to revised time records (.1).	Krieger, A.	0.1
01/22/2002	Email A. Krieger re: conference call; telephone call with conference call set up; email confirmation	Cotto, L.	0.5
01/22/2002	Review various case documents received from attorneys to assign to central file categories in preparation for central filing.	Defreitas, V.	2.8
01/22/2002	Memo to and from KP re proposed order in respect of fraudulent transfer materials and proposed further changes thereto (.3).	Krieger, A.	0.3
01/22/2002	Memos to and from L. Cotto re new pleadings on the docket (.2).	Krieger, A.	0.2
01/22/2002	Telephone call with T. Yoseloff of Kemper Davidson regarding possible interest in joining committee.	Kruger, L.	0.2
01/23/2002	TC with Committee members re: conference call; draft memo of list of people attending same	Cotto, L.	0.5
01/23/2002	Conference LK, Jay Kapp re calendar for 1/29/02 and Debtors' position on appointment of a future rep, setting general non-asbestos claims bar date, other (.2).	Krieger, A.	0.2
01/23/2002	Telephone call M. Zaleski re PWC motion and meeting among Judges Wolin, Fitzgerald and Newsome, calendar for 1/29/02 hearings (.5).	Krieger, A.	0.5
01/24/2002	Memo from and to D. Carickhoff re administrative fee order, agenda for 1/29/02 hearings (.1); office conference V. DeFreitas re Supplemental Affidavit from Steptoe & Johnson (.1).	Krieger, A.	0.2
01/24/2002	Telephone call S. Schwartz proposed donation of property to church and authorization to be sought, and	Krieger, A.	1.0

review omnibus sale procedures pleadings (.5);
 memos to and from LK, KP re above (.5).

01/25/2002	Review online docket and update motion status charts (1.1); Update case file index with new pleadings and prepare for inclusion into central files(2.4)	Defreitas, V.	3.5
01/25/2002	Office conference L.Cotto re ordinary course professionals order (.1).	Krieger, A.	0.1
01/25/2002	Telephone call LK re 1/29/02 hearings (.2); office conference KP re hearings (.1).	Krieger, A.	0.3
01/25/2002	Review revised administrative fee order, memos to and from D. Carickhoff and office conferences RS re same and further comments thereon (1.6); telephone call J. Davis re creditors inquiry regarding bar date/proofs of claim (.3).	Krieger, A.	1.9
01/25/2002	Memo to and from S. Schwartz re court authorization for charitable contribution (.2).	Krieger, A.	0.2
01/25/2002	Telephone call with T. Maher regarding debtor's request for exclusivity extension (.2).	Kruger, L.	0.2
01/28/2002	Download recently filed asbestos bankruptcy case pleadings and distribute same to attorney working group(1.6) update critical date calendar chart(.8).	Defreitas, V.	2.4
01/28/2002	Download recently filed documents as indicated on scheduled agenda January 29, 2002 (Adv pro 01-771) and distribute same.	Defreitas, V.	0.5
01/28/2002	Office conference LK re certificates of no objection, other professional's application (.1); office conferences RS and memos to and from D. Carickhoff re proposed amended administrative fee order (.6); and office conference V. DeFreitas re documents for 1/29/02 hearing (.5).	Krieger, A.	1.2
01/28/2002	Conference with A. Christian re beginning preparation of spread sheet of services for the period April 2001 - November 2001 (.2); research re same (.3)	Serrette, R.	0.5
01/29/2002	Memo from and to D. Carickhoff re final form of the administrative fee order (.2).	Krieger, A.	0.2
01/30/2002	Download bankruptcy case pleadings and distribute same.	Defreitas, V.	1.6
01/30/2002	Office conference RS re hearings before Judge Fitzgerald with respect to the Amended Administrative Fee Order (.2); review correspondence from Duane	Krieger, A.	0.3

Morris re: updated docket (.3).

01/30/2002	Telephone call R. Wolf (Wolf Organization) re acquisition of NJ property subject to environmental liabilities (.3).	Krieger, A.	0.3
01/30/2002	Conference with A.Krieger re hearing and proposed amended administrative fee order (.1); conferences with L. Cotto re same (.2).	Serrette, R.	0.3
01/31/2002	Office conference with R. Serrette re: letter(.20); pacer, review docket, download and print letter (.30).	Cotto, L.	0.5
01/31/2002	Download recently filed asbestos bankruptcy case pleadings(1.8); prepare subfolders and and file pleadings(.5); update indices, update the list of key professionals for each case(.5)	Defreitas, V.	2.8
01/31/2002	Memo to LK re proposed form of bank holders confidentiality agreement and acknowledgement to be executed by Committee members (.3); memo from and to S. Schwartz, LK re Warren Smith information (.2); memo to B. Katchen re terms of settlement agreement (.2).	Krieger, A.	0.7

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Calvo, Fernando	1.2	\$ 120	\$ 144.00
Christian, Angelina	2.4	70	168.00
Cotto, Lisa	9.6	150	1,440.00
Defreitas, Vaughn	20.7	100	2,070.00
Krieger, Arlene	20.1	425	8,542.50
Kruger, Lewis	3.2	650	2,080.00
Mohamed, David	0.5	100	50.00
Serrette, Rosemarie	4.2	150	630.00

Total For Professional Services Rendered \$ 15,124.50

Total for this Matter \$ 15,124.50

**RE: Committee Matters and Creditor Meetings
699843.0017**

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/02/2002	Prepare final form of memo to the Committee re Judge Wolin's order in respect of case management and appointment of William Drier as special master (.4); memo from F. Perch re composition of the Committee and office conferences LK re same and response (.3).	Krieger, A.	0.7
01/04/2002	Review corporate documentation and prepare response to Frank Perch re composition of the Committee (1.5); memo to T. Maher re Committee meeting (.1).	Krieger, A.	1.6
01/07/2002	Prepare memorandum to the Committee re conference call meeting and agenda therefore and office conference LK and KP re same (1.3); memos to and from T. Maher re proposed memorandum (.2); telephone conference Ed Ordway re 1/7/02 conference call of the Committee and agenda, fraudulent transfers claim investigation (.1).	Krieger, A.	1.6
01/08/2002	Memo re consultants materials (1.0); memo to the Committee re draft letter to Judge Wolin (.2); office conferences from and to L. Cotto re Committee meeting (.3); revise Committee contact list (.3); memo from T. Meyers re participation on the Committee and further changes to letter to Judge Wolin (.4).	Krieger, A.	2.2
01/09/2002	Telephone conference Jan Baer message re bar date for trade, other non-asbestos unsecured claims (.1); memo to KP re: Jan Baer message re: bar date motion (.1).	Krieger, A.	0.2
01/09/2002	Memo from and from T. Maher re proposed correspondence to Judge Wolin (.3); revise correspondence to reflect advice from T. Meyer and T. Maher (.5); memo from and to C. Whitney re conference call meeting of the Committee (.1); materials for conference call (1.0); memo from and to KP, LK re outstanding debt (.7); telephone conference call meeting of the Committee (1.0).	Krieger, A.	3.6
01/09/2002	Telephone conference with Committee regarding additional members of the Committee, financial report, litigation approach and letter to Wolin.	Kruger, L.	0.4
01/09/2002	Conference call with Committee (.6)	Pasquale, K.	0.6
01/11/2002	Telephone call R. Douglas re confidentiality	Krieger, A.	0.3

agreement for the bank group (.3).

01/21/2002	Prepare draft memorandum to the Committee re Debtors' proposed retention of PriceWaterhouseCoopers.	Krieger, A.	1.5
01/22/2002	Continue to prepare memorandum to the Committee re PWC retention and payment of outstanding amounts (2.1); review materials and then telephone call S. Schwartz re outstanding issues re exclusivity, National Union, other (1.0); office conference LK and then prepare memo to the Committee re conference call meeting (.5); review motion to extend exclusivity, motion to extend time to assume/reject leases, complaint, preliminary injunction motion and related pleadings in respect of National Union matter (2.3).	Krieger, A.	5.9
01/23/2002	Telephone call S. Cunningham re conference call, proposed acquisition and business plan review (.3); memos to LC, RS re conference call participants (.2); continue to draft memorandum to the Committee re pending applications (1.3); conference call with Committee and follow-up office conference KP re meeting with Judge Wolin (1.0).	Krieger, A.	2.8
01/23/2002	Conference call with committee regarding results of meeting with Judge Wolin (.4); and debtor's desire to make acquisition (.2); telephone call with Kapp regarding court hearing and open issues (.2).	Kruger, L.	0.8
01/23/2002	Conference call with Committee re status (.5)	Pasquale, K.	0.5
01/24/2002	Review relevant case law and continue memo to the Committee re: retention motion (4.8); memo to T. Maher re exclusivity and assumption/rejection deadline motions (.1).	Krieger, A.	4.9
01/25/2002	Review draft memorandum to the Committee re pending motions and legal issues (.7)	Krieger, A.	0.7
01/28/2002	Revise memorandum to the Committee re pending matters (2.2); Telephone calls Cunningham re conference call with the Committee to discuss pending matters including acquisition (.3); prepare review re proposed acquisition, exclusivity, other (1.6).	Krieger, A.	4.1
01/29/2002	Telephone call S. Cunningham re Committee conference call (.3); memos to and from T. Maher re same (.2).	Krieger, A.	0.4
01/30/2002	Memo to R. Douglas re revised form of confidentiality agreement (.1); review revised form of agreement and telephone call R. Douglas re same (.6); prepare form of Committee member acknowledgement (.8); memo	Krieger, A.	1.8

to R. Douglas re: acknowledgement (.1).

01/30/2002	Prepare memoranda to Tom Maher re conference call and pending matters (.8); prepare memo to the Committee re conference call meeting for Friday and agenda (.5); telephone call C. Whitney re conference call meeting and FTI analysis of acquisition (.1).	Krieger, A.	1.4
01/31/2002	Revise memorandum to the Committee re US Trustee's objection to PWC retention and payment application (2.5); review 1/29/02 notes for conference call (.6); memorandum to the Committee re pending motions (.2).	Krieger, A.	3.3

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	37.0	\$ 425	\$ 15,725.00
Kruger, Lewis	1.2	650	780.00
Pasquale, Kenneth	1.1	495	544.50
Total For Professional Services Rendered			\$ 17,049.50
Total for this Matter			\$ 17,049.50

RE: **Compensation of Professionals (Fee Applications of Self and Others)**
699843. 0018

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/02/2002	Review and revise fee application (4.0); pacer; review docket; download and print Fee applications (1.3).	Cotto, L.	5.3
01/02/2002	Office conferences RS re SSL fee application and inclusion of fee and expenses of asbestos claims' expert retained by the Committee (.9).	Krieger, A.	0.9
01/02/2002	Conference with A. Krieger and L. Cotto re procedures for seeking payment for Committee's expert (.4); edits to fee application and exhibits (.6).	Serrette, R.	1.0
01/03/2002	Office conference with Arlene Krieger re: fee application (.2); pacer; review docket for documents and calendar dates, download and print documents (1.0); prepare fee application (.8).	Cotto, L.	2.0
01/03/2002	Office conference RS re modifications of fee application(.1); revise fee application to encompass request for fees and expenses of asbestos issues expert retained by the Committee (1.5)	Krieger, A.	1.6
01/04/2002	Office conference L. Cotto re fee application (.5); preparation of fee application (.9); office conference LK re same (.2).	Krieger, A.	1.6
01/04/2002	Review of fee application.	Kruger, L.	0.2
01/07/2002	Office conference with Arlene Krieger re: fee application and hearing (.2); Telephone conference with court re: Jan. 11 hearing (.3).	Cotto, L.	0.5
01/07/2002	Office conference with Rose Serrette re: fee application; review same	Cotto, L.	0.5
01/07/2002	Review fee application and revise same (.7); email and federal express same to Duane Morris (.2); telephone conversation with Shelley Hollinghead and Rose Serrette (.2); office conference with Rose Serrette and accounting re: fee application and schedules and quarterly fee application (.2).	Cotto, L.	1.3
01/08/2002	Meeting with A. Krieger and L. Cotto re new fee administrative procedures (.2); review of local rules on fee application preparation (.3); conference with Lisa Cotto re same (.1).	Serrette, R.	0.6
01/11/2002	Review of fee schedules and initial edits to same; review docket.	Serrette, R.	0.9

01/14/2002	Office Conference with R. Serrette re: fee application and time (.3); review time for fee application (1.5)	Cotto, L.	1.8
01/15/2002	Review invoices for December for Fee Application; (.50); Office Conference with Rose Serrette re: same (.10); Office Conference with A. Krieger re: same; photocopy same(.40);	Cotto, L.	1.0
01/15/2002	Office conference L. Cotto re review of SSL time detail for December 2001 (.1).	Krieger, A.	0.1
01/16/2002	Conference with L. Cotto to begin preparation of Quarterly Fee Application (.2); review of new proposed administrative order and review of schedules (.3).	Serrette, R.	0.5
01/18/2002	OC with R. Serrette re: quarterly fee application(.3); Review same; review new guidelines; draft new fee application cover sheet and charts according to new guidelines (2.0).	Cotto, L.	2.3
01/21/2002	Receive and review bill (.2); OC with R. Serrette re: same (.1); send same to Accounting; email accounting re: list of schedules needed (.2).	Cotto, L.	0.5
01/21/2002	Continue to draft new charts for fee application	Cotto, L.	0.3
01/21/2002	Prepare draft SSL Ninth fee application (1.3).	Krieger, A.	0.5
01/21/2002	Review and comment to SSL December 2001 time records (1.30; and prepare draft SSL Ninth fee application (1.3).	Krieger, A.	2.6
01/23/2002	Draft Third quarterly fee application.	Cotto, L.	3.0
01/24/2002	Review fee application for month and quaterly; revise	Cotto, L.	1.5
01/24/2002	Office conference with R. Serrette re: fee applications	Cotto, L.	0.5
01/24/2002	Prepare new charts for quarterly fee application	Cotto, L.	1.0
01/28/2002	Combine Quarterly Fee Applications and begin spreadsheets for time for matters approved by Delaware Local Rule.	Christian, A.	2.5
01/28/2002	Continue preparation of ninth fee application	Cotto, L.	2.0
01/28/2002	Update professional fee chart summary.	Defreitas, V.	0.8
01/28/2002	Final preparation of fee application (.6).	Krieger, A.	0.6
01/29/2002	Preparation of quarterly and ninth fee application	Cotto, L.	4.5

01/30/2002	Telephone conference with R. Serrette re: new matters(.30); Office conference with accounting re: same(.20); draft memorandum re: same (1.0)	Cotto, L.	1.5
01/30/2002	Telephone conference with D. Valentine re: charts for quarterly fee application.	Cotto, L.	0.1
01/30/2002	Review Ninth Interim Fee Application and prepare for filing (3.).	Serrette, R.	0.3
01/31/2002	continue preparation of Quarterly Fee Application (1.7); Office Conference with R. Serrette and D. Valentine re: same (.3).	Cotto, L.	2.0

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Christian, Angelina	2.5	\$ 70	\$ 175.00
Cotto, Lisa	31.6	150	4,740.00
Defreitas, Vaughn	0.8	100	80.00
Krieger, Arlene	7.9	425	3,357.50
Kruger, Lewis	0.2	650	130.00
Serrette, Rosemarie	3.3	150	495.00

Total For Professional Services Rendered	\$ 8,977.50
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Total for this Matter	\$ 8,977.50
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RE: Executory Contracts/Unexpired Leases (Assumption and Rejection)
699843. 0023

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/10/2002	Review draft stipulations settling the Toyota Motor and Caterpillar motion to compel determinations of leases and cure of outstanding defaults (.2); telephone call S.Schwartz re comments to stipulations (.1).	Krieger, A.	0.3
01/30/2002	Review Proposed stipulation amongst America Real Estate Holdings, CMGI and the Debtors in respect of Dragon Court leases and reviewed prior pleadings, notices relating thereto (.8); telephone call Sam Schwartz re same (.5).	Krieger, A.	1.3

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	1.6	\$ 425	\$ 680.00
Total For Professional Services Rendered			\$ 680.00
Total for this Matter			\$ 680.00

RE: **Litigation/Fraudulent Conveyance**
699843. 0034

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/04/2002	O/c K. Pasquale re: hearing, reviewing fraudulent transfer actions.	Sasson, M.	2.5
01/07/2002	Review public filings, Babcock/Wilsox briefs, outline memo re: fraudulent transfers.	Sasson, M.	4.0
01/08/2002	Review public filings, outline memo re: fraudulent transfers.	Sasson, M.	5.0
01/09/2002	Continued review public, filings, outline memo re: fraudulent transfers.	Sasson, M.	5.0
01/22/2002	T/c K. Pasquale re: fraudulent transfer action, proposed order; send F/T complaint to local counsel.	Sasson, M.	0.4
01/29/2002	Attention to Sealed Air complaint v. Fresenius (.5)	Pasquale, K.	0.5
01/30/2002	Telephone call Jay Sakalo re fraudulent conveyance litigation (.1); memos from and to KP re conference call with S. Baena, P. Lockwood (.2).	Krieger, A.	0.3
01/30/2002	Office conference A. Krieger re 1/29 hearing and fraudulent transfer status (.4); e-mail to asbestos/committees re fraudulent transfer claims (.2); telephone conference J. Sakalo re same (.1)	Pasquale, K.	0.7
01/31/2002	Conference with D. Bernick, S. Baena, other re prosecution of fraudulent conveyance litigation, document production and then follow-up conversation with KP (.7).	Krieger, A.	0.7
01/31/2002	Telephone conferences S. Baena re fraudulent transfer issues (.6); conference call with all potential parties re fraudulent transfer issues (.5); further analysis of prospective parties, counsel related issues on full time action (1.7)	Pasquale, K.	2.8
01/31/2002	T/c K. Pasquale re: status, fraudulent transfer actions.	Sasson, M.	0.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	1.0	\$ 425	\$ 425.00
Pasquale, Kenneth	4.0	495	1,980.00
Sasson, Moshe	17.4	360	6,264.00
Total For Professional Services Rendered			\$ 8,669.00
Total for this Matter			\$ 8,669.00

RE: **Non-Working Travel Time**
699843. 0035

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/03/2002	Travel to court hearing in Pittsburgh, PA (6.0)	Pasquale, K.	6.0
01/18/2002	Travel to meeting with Judge Wolin (1.2)	Pasquale, K.	1.2
01/29/2002	Travel from hearings before Judge Fitzgerald (2.2).	Krieger, A.	2.2

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	2.2	\$ 425	\$ 935.00
Pasquale, Kenneth	7.2	495	3,564.00

Total For Professional Services Rendered \$ 4,499.00

Total for this Matter \$ 4,499.00

RE: **Preparation for and Attendance at Hearings**
699843. 0037

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/02/2002	Telephone calls D. Carickoff re Judge Fitzgerald hearings and office conferences KP and LK re same (.7); obtain and review amended agenda notice (.5); memo to S. Schwartz re status of MNIC and American Realty matter (.2); conference call representative for the Debtors, asbestos PI and PD Committee and LK, KP re Judge Fitzgerald hearing and agenda therefor (.9); review USA certificate of no objection and proposed form of order submitted (.4); reviewed proposed revised form of Warren retention order, prepare comments thereto and forward same to PI Committee counsel (.8); review pleadings for hearings (1.3).	Krieger, A.	4.8
01/02/2002	Office conference with K. Pasquale and A. Krieger regarding agenda for court hearing before Judge Fitzgerald (.2); telephone conference call with S. Baena, E. Inselbach and D. Bernick regarding fraudulent transfer to be heard by court, possible adjournment and debtor's counsel to call court (.3); telephone conference call with S. Baena and D. Bernick regarding court's view of agenda and fraudulent transfer to be heard (.2); office conference with K. Pasquale regarding our position on fraudulent transfer (.2).	Kruger, L.	0.9
01/02/2002	Preparation for court hearing before Judge Fitzgerald (2.5); telephone conference J. Baer re injunction order issues (.2); conference calls with all parties re hearing before Judge Fitzgerald (.7)	Pasquale, K.	3.4
01/03/2002	Review proposed revised amended administrative order (.2); extended hearing before Judge Fitzgerald (5.5)	Krieger, A.	5.7
01/03/2002	Office conference LK re Court hearing and decision on fraudulent conveyance matter, Court's directive regarding bar date for unsecured non-asbestos-related claims, appointment of futures representative, fee examiners, other issues (.4); telephone call KP re hearing on fraudulent conveyance matter (.1).	Krieger, A.	0.4
01/03/2002	Telephone conference with Judge Fitzgerald regarding agenda of pending matters (1.4); office conference with A. Krieger regarding results of court hearing on fraudulent transfer (.3).	Kruger, L.	1.7
01/03/2002	Preparation for and court hearing before Judge Fitzgerald (7.5)	Pasquale, K.	7.5

01/25/2002	Review agenda notice for 1/29/02 hearings and memo to D. Carickhoff re Committee objection to ZAI dismissal motion (.6).	Krieger, A.	0.6
01/25/2002	Review of agenda for court hearing and office conference with A. Krieger regarding same (.3).	Kruger, L.	0.3
01/28/2002	Review amended agenda notice (.2).	Krieger, A.	0.2
01/28/2002	Preparation for hearing before Judge Fitzgerald.	Krieger, A.	2.0
01/28/2002	Review of revised court agenda (.2); office conference with A. Krieger and K. Pasquale regarding same (.2).	Kruger, L.	0.4
01/29/2002	Represented the Committee at hearings before Judge Fitzgerald (3.0).	Krieger, A.	3.0
01/29/2002	Telephone call L. Kruger re report on hearings before Judge Fitzgerald (.3).	Krieger, A.	0.3
01/29/2002	Reviewed final form of amended administrative fee order was reviewed and notes from 1/3/02 hearing; reviewed general bar date claims form (2.3).	Krieger, A.	2.3
01/29/2002	Telephone call with A. Krieger regarding results of court hearing and proceeding on fraudulent transfer issue before Judge Wolin (.2).	Kruger, L.	0.2
01/30/2002	Office conference KP re hearing before Judge Fitzgerald and follow-up with Judge Wolin and the other Committees regarding the prosecution of the fraudulent conveyance claims (.5).	Krieger, A.	0.5

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	19.8	\$ 425	\$ 8,415.00
Kruger, Lewis	3.5	650	2,275.00
Pasquale, Kenneth	10.9	495	5,395.50
Total For Professional Services Rendered			\$ 16,085.50
Total for this Matter			\$ 16,085.50

RE: **Retention of Professionals**
699843. 0040

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/13/2002	Review Debtor's motion for employment of PriceWaterhouseCoopers.	Krieger, A.	1.9
01/15/2002	Memo to S. Schwartz re PWC retention application (.1).	Krieger, A.	0.1
01/23/2002	Memo to and from S. Schwartz re PWC application inquiries and extended time to respond to same (.4); memo to KP, LK re substance of conversation with M. Zaleski (.3).	Krieger, A.	0.7
01/24/2002	Review Supplemental Affidavit in support of retention of Steptoe & Johnson (.1).	Krieger, A.	0.1
01/25/2002	Review case law re application of section 503 case law to PWC retention and compensation motion(2.7).	Krieger, A.	2.7
01/27/2002	Review additional case law re Section 503(b)(3)(d) and payment of fees and expenses thereunder.	Krieger, A.	2.0
01/28/2002	Telephone call M. Zaleski re Debtors' application to retain/pay PWC and memo to LK, KP re same (.2).	Krieger, A.	0.2
01/29/2002	Review of memo to committee regarding PWC retention under 328 (.2).	Kruger, L.	0.2
01/31/2002	Telephone call T. Maher, LK re Debtors' motion to retain/compensate PWC and the Trustee's objection thereto (1.0); review additional case law cited in US Trustee's opposition (.8).	Krieger, A.	1.8
01/31/2002	Office conference with A. Krieger and telephone call with T. Maher regarding PWC and U.S. Trustee's position (.3).	Kruger, L.	0.3

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	9.5	\$ 425	\$ 4,037.50
Kruger, Lewis	0.5	650	325.00
Total For Professional Services Rendered			\$ 4,362.50
Total for this Matter			\$ 4,362.50

RE: Tax/General
699843. 0047

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
01/18/2002	Office conference M. Levy re outstanding tax matters (.1).	Krieger, A.	0.1
01/18/2002	Work on various tax issues including availability of NOL carrybacks, etc. (.9), t/c A. Krieger (.1).	Levy, M.	1.0
01/25/2002	Meeting with Mark Levy and Mayer Greenberg re: current status and concerns of client; discussions about net operating loss carrybacks and carryforwards; received new assignment (1.8).	Brandes, R.	1.8
01/25/2002	Conversation w/RB and MAL re status of tax issues including nol calculations and repatriation issues (1.8), review file re tax conference (.6).	Greenberg, M.	2.4
01/25/2002	Meeting with M. Greenberg and R. Brandes to discuss issues relating to NOLs and foreign sub distributions, etc. (1.8), analysis (.4).	Levy, M.	2.2
01/28/2002	Constructed chart for net operating loss carrybacks and carryforwards since 1990 and created list of outstanding issues (1.6); research under IRC Section 172 re: election to carryback net operating losses and impact when NOLs are carried back or forward (1.1); review 1999 tax returns re: taxable income taxes and net operating losses (.5).	Brandes, R.	3.2
01/28/2002	Review materials re nol calculation.	Greenberg, M.	1.1
01/29/2002	Research on net operating losses, the carry back or carry forward losses; calculation of specified liability losses (2.4); completed "Issues List" about client's concerns (1.1).	Brandes, R.	3.5
01/29/2002	Review materials re nol calculation.	Greenberg, M.	1.4
01/29/2002	NOL usage, etc. - review Sealed Air transaction re SRLY losses (.7).	Levy, M.	0.7
01/30/2002	Review R. Brandes issues list re NOLs (.3).	Levy, M.	0.3
01/31/2002	Research re: net operating loss elections (1.5); research re: calculating net operating losses and special rules for specified liability losses (2.1); meeting with Mayer Greenberg about IRS procedures	Brandes, R.	3.9

regarding carrybacks and carryforwards of NOLs (.3).

01/31/2002 Discussion w/R. Brandes re 172 issues (.3); analysis Greenberg, M. 0.4
re 172 (.1).

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Brandes, Ronnie H.	12.4	\$ 185	\$ 2,294.00
Greenberg, Mayer	5.3	500	2,650.00
Krieger, Arlene	0.1	425	42.50
Levy, Mark	4.2	615	2,583.00
Total For Professional Services Rendered			\$ 7,569.50
Total for this Matter			\$ 7,569.50
Total For Professional Services Rendered			102,481.00
Total Bill			\$ 102,481.00